

Name, Address, Telephone No. & I.D. No.

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA
325 West "F" Street, San Diego, California 92101-6991

In Re

BANKRUPTCY NO.

Debtor.

BALANCE OF SCHEDULES, STATEMENTS, AND/OR CHAPTER 13 PLAN

Presented herewith are the original with the number of copies required by Local Bankruptcy Rule 1007-2(b) of the following [Check one or more boxes as appropriate]:

- [] Summary of Schedules
[] Statistical Summary of Certain Liabilities and Related Data
[] Schedule A - Schedule of Real Property
[] Schedule B - Schedule of Personal Property
[] Schedule C - Schedule of Property Claimed Exempt
[] Schedule D - Creditors Holding Secured Claims
[] Schedule E - Creditors Holding Unsecured Priority Claims
[] Schedule F - Creditors Holding Unsecured Nonpriority Claims
[] Schedule G - Schedule of Executory Contracts & Unexpired Leases
[] Schedule H - Schedule of Co-Debtor
[] Schedule I - Current Income of Individual Debtor(s)
[] Schedule J - Current Expenditures of Individual Debtor(s)
[] Statement of Financial Affairs
[] Statement of Current Monthly Income and Means Test Calculation (Form B22A)
[] Statement of Current Monthly Income (Form B22B)
[] Statement of Current Monthly Income and Calculation of Commitment Period and Disposable Income (Form B22C)
[] Chapter 13 Plan

IF ADDITIONAL CREDITORS ARE ADDED AT THIS TIME, THE FOLLOWING ARE REQUIRED:

1. Computer diskette containing only the added names and addresses (when the Balance of Schedules are filed on paper).
2. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, as required by Local Bankruptcy Rule 1007-4. See instructions on reverse side.

Dated:

Signed: _____
Attorney for Debtor

I [We] _____ and _____, the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the balance of schedules and/or chapter 13 attached hereto, consisting of _____ pages, and on the creditor matrix diskette, if any, is true and correct to the best of my [our] information and belief.

Dated:

Debtor

Joint Debtor

INSTRUCTIONS

1. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, may be used to notify any added entity. When applicable, copies of the following notices shall accompany the notice: Order for and Notice of Section 341(a) Meeting, Discharge of Debtor, Notice of Order Confirming Plan, and Proof of Claim.
2. If not filed previously and this is an ECF case, the *DECLARATION RE: ELECTRONIC FILING OF PETITION, SCHEDULES & STATEMENTS* (Local Form CSD 1801) must be filed in accordance with General Order #162.

CERTIFICATE OF SERVICE

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on ____ day of _____, I served a true copy of the within BALANCE OF SCHEDULES AND/OR CHAPTER 13 PLAN by [describe here mode of service]

on the following persons [set forth name and address of person served]:

<input type="checkbox"/> For Chpt. 7, 11, & 12 cases:	<input type="checkbox"/> For ODD numbered Chapter 13 cases:	<input type="checkbox"/> For EVEN numbered Chapter 13 cases:
UNITED STATES TRUSTEE Department of Justice 402 West Broadway, Suite 600 San Diego, CA 92101	THOMAS H. BILLINGSLEA, JR., TRUSTEE 530 "B" Street, Suite. 1500 San Diego, CA 92101	DAVID L. SKELTON, TRUSTEE 525 "B" Street, Suite 1430 San Diego, CA 92101-4507

☐ Chpt. 7 Trustee, if any:

☐ If Chpt. 11, each member of any committee appointed:

I certify under penalty of perjury that the foregoing is true and correct.

Executed on _____
(Date)

(Typed Name and Signature)

(Address)

(City, State, ZIP Code)

B6 Cover (Form 6 Cover) (12/07)

FORM 6. SCHEDULES

Summary of Schedules

Statistical Summary of Certain Liabilities and Related Data (28 U.S.C. § 159)

Schedule A - Real Property

Schedule B - Personal Property

Schedule C - Property Claimed as Exempt

Schedule D - Creditors Holding Secured Claims

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule G - Executory Contracts and Unexpired Leases

Schedule H - Codebtors

Schedule I - Current Income of Individual Debtor(s)

Schedule J - Current Expenditures of Individual Debtor(s)

Unsworn Declaration under Penalty of Perjury

GENERAL INSTRUCTIONS: The first page of the debtor's schedules and the first page of any amendments thereto must contain a caption as in Form 16B. Subsequent pages should be identified with the debtor's name and case number. If the schedules are filed with the petition, the case number should be left blank

Schedules D, E, and F have been designed for the listing of each claim only once. Even when a claim is secured only in part or entitled to priority only in part, it still should be listed only once. A claim which is secured in whole or in part should be listed on Schedule D only, and a claim which is entitled to priority in whole or in part should be listed on Schedule E only. Do not list the same claim twice. If a creditor has more than one claim, such as claims arising from separate transactions, each claim should be scheduled separately.

Review the specific instructions for each schedule before completing the schedule.

In re SoCal Eats LLC Case No. 14-00092-LA11
Debtor (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C – Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total 0.00

(Report also on Summary of Schedules.)

In re SoCal Eats LLC

Debtor

Case No. 14-00092-LA11

(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See. 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Vibra Bank Account No. 1103795		11,773.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books. Pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		SoCal Eats College LLC (100% ownership) SoCal Eats Kearny Mesa LLC (100% ownership)		600,000.00 600,000.00

In re SoCal Eats LLC

Debtor

Case No. 14-00092-LA11

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		SoCal Eats La Jolla LLC (100% ownership)		600,000.00
		SoCal Eats Market Street LLC (100% ownership)		600,000.00
		SoCal Eats Mission Valley LLC (100% ownership)		600,000.00
		SoCal Eats Point Loma LLC (100% ownership)		600,000.00
		SoCal Eats Hillcrest LLC (100% ownership)		0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			

In re SoCal Eats LLC Case No. 14-00092-LA11
Debtor (If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
28. Office equipment, furnishings, and supplies.		Office equipment, furnishings and supplies.		2,500.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
0 continuation sheets attached Total				\$ 3,614,273.00

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

In re SoCal Eats LLC

Case No. 14-00092-LA11

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

☐ 11 U.S.C. § 522(b)(2)

☐ Check if debtor claims a homestead exemption that exceeds
\$155,675*.

☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

*Amount subject to adjustment on 4/01/16 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6D (Official Form 6D) (12/07)In re SoCal Eats LLC,Case No. 14-00092-LA11

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.		Counsel for Vibra Bank.				Notice Only	Notice Only
Jess R. Bressi, Esq. McKenna Long & Aldridge LLP 2030 Main Street, Suite 1000 Irvine, CA 92614		VALUE \$ 0.00					
ACCOUNT NO.		Incurred: 05/09/2011 Security: Lien on assets of subsidiaries.				1,211,022.23	0.00
Vibra Bank 530 Broadway Chula Vista, CA 91910		VALUE \$ 3,500,000.00					
ACCOUNT NO.							
		VALUE \$					

0 continuation sheets attached

Subtotal (Total of this page)	\$ 1,211,022.23	\$ 0.00
Total (Use only on last page)	\$ 1,211,022.23	\$ 0.00

(Report also on
Summary of Schedules)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

B6E (Official Form 6E) (04/13)In re SoCal Eats LLC
DebtorCase No. 14-00092-LA11
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Amount subject to adjustment on 4/01/16 and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/13) - Cont.

In re SoCal Eats LLC,
Debtor

Case No. 14-00092-LA11
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached

B6E (Official Form 6E) (04/13) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(4)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.		Paid post-petition.						
Mallory Hoac 1262 River Glen Row Unit 20 San Diego, CA 92111						1,238.16	1,238.16	0.00
ACCOUNT NO.		Paid post-petition.						
Nathan Porter 397 Franciscan Way Oceanside, CA 92057						1,615.04	1,615.04	0.00
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 1 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 2,853.20 \$ 2,853.20 \$ 0.00

Total ➤
(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

\$

Totals ➤
(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

\$ \$ \$

B6E (Official Form 6E) (04/13) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**
(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO. 27-4419784		Incurred: 09/15/2013						
Franchise Tax Board Bankruptcy Section, MS A-340 P.O. Box 2952 Sacramento, CA 95812-2952						5,092.50	5,092.50	0.00
ACCOUNT NO.								
Internal Revenue Service Insolvency Division P.O. Box 7346 Philadelphia, PA 19101-7346						Notice Only	Notice Only	Notice Only
ACCOUNT NO.								
State Board of Equalization P.O. Box 942879 Sacramento, CA 92479						Notice Only	Notice Only	Notice Only
ACCOUNT NO.								

Sheet no. 2 of 2 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤ \$ 5,092.50 \$ 5,092.50 \$ 0.00
(Totals of this page)Total ➤ \$ 7,945.70
(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)Totals ➤ \$ 7,945.70 \$ 0.00
(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

B6F (Official Form 6F) (12/07)In re SoCal Eats LLC,Case No. 14-00092-LA11
(If known)

Debtor

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.			Guaranty of Mission Valley lease.				
7510 Hazard, LLC c/o PM Realty Group, L.P. 7676 Hazard Center Drive, Suite 845 San Diego, CA 92108	X			X	X		Notice Only
ACCOUNT NO.			Guaranty of Mission Valley lease.				
7510 Hazard, LLC c/o Principal Real Estate Investors CRE Equities - Western States Region 801 Grand Avenue Des Moines, IA 50392-1370	X			X	X		0.00
ACCOUNT NO.			Incurred: 01/01/2014 Guarantee of Kearny Mesa lease.				
Aero Drive Three, LLC PO Box 676237 Rancho Santa Fe, CA 92067	X			X	X		0.00
ACCOUNT NO. 590843			Incurred: 05/23/2012 Consideration: Legal services.				
Berenbaum Weinshienk, PC 370 Seventeenth Street, Suite 4800 Denver, Colorado 80202							25,713.96
4 continuation sheets attached							Subtotal
							\$ 25,713.96
							Total
							\$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. 107 Bolt Enterprises Inc. 9731 Irvine Center Drive Irvine, CA 92618		Incurred: 10/31/2013 Trade debt.				3,012.35
ACCOUNT NO. 2013-0618 Caldarelli Hejmanowski & Page LLP 12340 El Camino Real Suite 430 San Diego, CA 92130		Incurred: 06/17/2013 Consideration: Legal services.				5,000.00
ACCOUNT NO. Calvin A. Colarusso, M.D. 1020 Prospect St. La Jolla, CA 92037		Consideration: Loan.				100,000.00
ACCOUNT NO. Colarusso Money Purchase Pension Plan c/o Calvin A Colarusso MD 1020 Prospect Street #415B La Jolla CA 92037		Incurred: 01/01/2014 Consideration: Loan.				49,000.00
ACCOUNT NO. David Whisenhunt P.O. Box 880588 San Diego, CA 92108		Consideration: Loan				25,000.00

Sheet no. 1 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 182,012.35

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Doug Wilson Investments, LLC Attn: Mr. Doug Wilson 450 B Street, Suite 1900 San Diego, CA 92101	X	Consideration: Guaranty of Market Street lease.	X	X		0.00
ACCOUNT NO. Elkins-Whisenhunt, Inc. P.O. Box 880588 San Diego, CA 92108		Consideration: Loans.				615,000.00
ACCOUNT NO. JW Trust P.O. Box 880588 San Diego, CA 92108		Consideration: Loans				450,000.00
ACCOUNT NO. Liberty Station c/o McMillin Property Mgmt PO Box 511536 Los Angeles CA 90051-8091	X	Consideration: Guaranty of Point Loma lease.	X	X		0.00
ACCOUNT NO. Jan 2014 LOG Realty, Inc. c/o Rosado Associates PO Box 13086 La Jolla, CA 92039	X	Incurred: 01/01/2014 Consideration: Guaranty of College lease.	X	X		0.00

Sheet no. 2 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 1,065,000.00

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Incurred: 09/25/2013				
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056		Consideration: Management fees.				17,592.18
ACCOUNT NO. 07.2013		Incurred: 07/01/2013				
PMA LAW Palecek Morrison & Associates LLP 514 Via De La Valle, Suite 208 Solana Beach, CA 92075		Consideration: Legal services.				5,000.00
ACCOUNT NO.		Consideration: Accounting services.				
Scott Maish Quick, Mitchell & Maish, PLLC 5055 E. Broadway, A-200 Tucson, AZ 85711						3,850.00
ACCOUNT NO.		Incurred: 12/15/2013				
Sentry Marketing Group 13463 Torrington Drive Frisco, TX 75035						456.00
ACCOUNT NO.		Consideration: Franchise Agreement				
Smashburger Franchising LLC 1515 Arapahoe Street Tower One, 10th Floor Denver, CO 80202						Notice Only

Sheet no. 3 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 26,898.18

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re SoCal Eats LLC,
DebtorCase No. 14-00092-LA11
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.	X	Incurred: 01/01/2014 Guaranty of lease.	X	X		0.00
Spectrum Property Management 8799 Balboa Ave, #260 San Diego, CA 92123						
ACCOUNT NO.		Consideration: Loans			X	2,295,341.00
Thomas Elkins Zirpolo 2150 First Avenue San Diego, CA 92101						
ACCOUNT NO.	X	Hillcrest lease.	X	X	X	30,811.67
Village Hillcrest Partners, LP 6 Venture, Suite 100 Irvine, CA 92618						
ACCOUNT NO.		Member				Notice Only
Wayne Mandelbaum 3700 Westhaven Dr. Carlsbad, CA 92008						
ACCOUNT NO.		Incurred: 11/01/2013				720.00
Western States Weeklies, Inc. 6312 Riverdale St San Diego, CA 92120						

Sheet no. 4 of 4 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 2,326,872.67

Total ▶ \$ 3,626,497.16

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re SoCal Eats LLC Case No. 14-00092-LA11
Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Smashburger Franchising LLC 1515 Arapahoe Street Tower One, 10th Floor Denver, CO 80202	Franchise Agreement
Doug Wilson Investments, LLC Attn: Mr. Doug Wilson 450 B Street, Suite 1900 San Diego, CA 92101	Guaranty of lease. 801 Market Street San Diego, CA 92101
Liberty Station c/o McMillin Property Mgmt PO Box 511536 Los Angeles CA 90051-8091	Guaranty of lease. 2556 Laning Rd, Suite B102 - B103 San Diego, CA 92106
LOG Realty, Inc. c/o Rosado Associates PO Box 13086 La Jolla, CA 92039	Guaranty of lease. 6061 El Cajon Blvd, Suite C San Diego, CA 92115
Aero Drive Three, LLC PO Box 676237 Rancho Santa Fe, CA 92067	Guaranty of lease. 3737 Murphy Canyon Road, Suite F San Diego, CA 92123
7510 Hazard, LLC c/o PM Realty Group, L.P. 7676 Hazard Center Drive, Suite 845 San Diego, CA 92108	Guaranty of lease. 7610 Hazard Center Drive, Suite 507, San Diego, CA 92108
Regus Management Group LLC HQ Mission Valley 3111 Camino Del Rio North, 4th FL San Diego, CA 92108	Office rental agreement.

In re SoCal Eats LLC

Debtor

Case No. 14-00092-LA11

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SoCal Eats Market Street, LLC P.O. Box 880588 San Diego, CA 92108	Doug Wilson Investments, LLC Attn: Mr. Doug Wilson 450 B Street, Suite 1900 San Diego, CA 92101
SoCal Eats Point Loma, LLC P.O. Box 880588 San Diego, CA 92108	Liberty Station c/o McMillin Property Mgmt PO Box 511536 Los Angeles CA 90051-8091
SoCal Eats College LLC P.O. Box 880588 San Diego, CA 92108	LOG Realty, Inc. c/o Rosado Associates PO Box 13086 La Jolla, CA 92039
SoCal Eats Kearny Mesa LLC P.O. Box 880588 San Diego, CA 92108	Aero Drive Three, LLC PO Box 676237 Rancho Santa Fe, CA 92067"
SoCal Eats Mission Valley LLC P.O. Box 880588 San Diego, CA 92108	7510 Hazard, LLC c/o PM Realty Group, L.P. 7676 Hazard Center Drive, Suite 845 San Diego, CA 92108

B6 Summary (Official Form 6 - Summary) (12/13)

United States Bankruptcy Court

Southern District of California

SoCal Eats LLC

In re _____
Debtor

Case No. 14-00092-LA11

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A – Real Property	YES	1	\$ 0.00		
B – Personal Property	YES	3	\$ 3,614,273.00		
C – Property Claimed as exempt	YES	1			
D – Creditors Holding Secured Claims	YES	1		\$ 1,211,022.23	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	4		\$ 7,945.70	
F - Creditors Holding Unsecured Nonpriority Claims	YES	5		\$ 3,626,497.16	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		17	\$ 3,614,273.00	\$ 4,845,465.09	

United States Bankruptcy Court

Southern District of California

In re SoCal Eats LLC
Debtor

Case No. 14-00092-LA11

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

Average Income (from Schedule I, Line 12)	\$ N.A.
Average Expenses (from Schedule J, Line 22)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ N.A.

State the Following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ N.A.
4. Total from Schedule F		\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ N.A.

SoCal Eats LLC

In re _____
Debtor

Case No. 14-00092-LA11
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Managing Member [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the SoCal Eats LLC [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets (total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date January 22, 2014

Signature: /s/ David Whisenhunt

DAVID WHISENHUNT

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

40
UNITED STATES BANKRUPTCY COURT
Southern District of California

In Re SoCal Eats LLC

Case No. 14-00092-LA11
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2014		
2013	\$5,808,258.52	Operation of business through 100% owned LLCs.
2012	9,897,929	Operation of business through 100% owned LLCs.

2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None



Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTSAMOUNT
PAIDAMOUNT STILL
OWING

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

*Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after date of adjustment.

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTORDATES OF
PAYMENTSAMOUNT
PAIDAMOUNT STILL
OWING

See attached list.

	Type	Date	Num	Name	Me	Split	Amount
1031 - Vibra - 0099 SoCalEats							
	Bill Pmt -Check	10/18/2013	11370	Bolt Enterprises Inc.	3131	· Operations Payable	-2,000.00
	Bill Pmt -Check	10/18/2013	11371	Kaiser Permanente	3131	· Operations Payable	-2,126.92
	Bill Pmt -Check	10/18/2013	11372	Maximum Exhaust Cleaning, Inc.	3131	· Operations Payable	-445.00
	Bill Pmt -Check	10/18/2013	11373	Paraiso Culinary Ventures, LLC	3131	· Operations Payable	-4,500.00
	Bill Pmt -Check	10/18/2013	11374	Quick, Mitchell & Maish, PLLC	3131	· Operations Payable	-3,850.00
	Bill Pmt -Check	10/18/2013	11375	Wand	3131	· Operations Payable	-500.00
	Bill Pmt -Check	10/18/2013	11376	Colarusso MD, Calvin A	3131	· Operations Payable	-583.33
	Bill Pmt -Check	10/18/2013	EFT	Chevron & Texaco Business Card Services	3131	· Operations Payable	-500.00
	Bill Pmt -Check	10/18/2013	11377	Colarusso Money Purchase Pension Plan	3131	· Operations Payable	-285.83
	Bill Pmt -Check	11/06/2013	11378	EON OFFICE	3131	· Operations Payable	-37.63
	Bill Pmt -Check	11/06/2013	11379	Franchise Tax Board	3131	· Operations Payable	-3,450.00
	Bill Pmt -Check	11/06/2013	11380	Muzak - National	3131	· Operations Payable	-189.00
	Bill Pmt -Check	11/06/2013	11381	Paraiso Culinary Ventures, LLC	3131	· Operations Payable	-4,500.00
	Bill Pmt -Check	11/06/2013	11382	Red Book Solution	3131	· Operations Payable	-403.02
	Bill Pmt -Check	11/06/2013	11383	Sentry Marketing Group	3131	· Operations Payable	-456.00
	Bill Pmt -Check	11/06/2013	EFT	Chevron & Texaco Business Card Services	3131	· Operations Payable	-458.46
	Bill Pmt -Check	11/06/2013	11384	Village Hillcrest Partners, LP	3140	· Hillcrest (Closed 011)	-9,216.83
	Bill Pmt -Check	11/18/2013	EFT	Chevron & Texaco Business Card Services	3131	· Operations Payable	-664.38
	Bill Pmt -Check	11/20/2013	11385	Bolt Enterprises Inc.	3131	· Operations Payable	-2,003.63
	Bill Pmt -Check	11/20/2013	11386	Quick, Mitchell & Maish, PLLC	3131	· Operations Payable	-3,850.00
	Bill Pmt -Check	11/20/2013	11387	San Diego Community Newspaper Group	3131	· Operations Payable	-660.00
	Bill Pmt -Check	11/20/2013	11388	Sentry Marketing Group	3131	· Operations Payable	-456.00
	Bill Pmt -Check	11/22/2013	1147	Dave Whisenhunt	3131	· Operations Payable	-485.68
	Bill Pmt -Check	11/29/2013	11389	Colarusso MD, Calvin A	3131	· Operations Payable	-583.33
	Bill Pmt -Check	11/29/2013	11390	Colarusso Money Purchase Pension Plan	3131	· Operations Payable	-285.83
	Bill Pmt -Check	11/29/2013	11391	Franchise Tax Board	3131	· Operations Payable	-1,130.00
	Bill Pmt -Check	11/29/2013	11392	Kaiser Permanente	3131	· Operations Payable	-2,126.92
	Bill Pmt -Check	11/29/2013	11393	Paraiso Culinary Ventures, LLC	3131	· Operations Payable	-4,500.00
	Bill Pmt -Check	11/29/2013	11394	Quick, Mitchell & Maish, PLLC	3131	· Operations Payable	-900.00
	Bill Pmt -Check	11/29/2013	11395	Vibra Bank	3131	· Operations Payable	-287.50
	Bill Pmt -Check	11/29/2013	11396	Wand	3131	· Operations Payable	-500.00
	Bill Pmt -Check	11/29/2013	11397	Village Hillcrest Partners, LP	3140	· Hillcrest (Closed 011)	-921.68

Bill Pmt -Check	12/02/2013	11398	Village Hillcrest Partners, LP	3140 · Hillcrest (Closed 0114	-10,138.51
Bill Pmt -Check	12/26/2013	11399	Bolt Enterprises Inc.	3131 · Operations Payable	-1,212.35
Bill Pmt -Check	12/26/2013	11400	Colarusso MD, Calvin A	3131 · Operations Payable	-583.33
Bill Pmt -Check	12/26/2013	11401	Colarusso Money Purchase Pension Plan	3131 · Operations Payable	-285.83
Bill Pmt -Check	12/26/2013	11402	Franchise Tax Board	3131 · Operations Payable	-1,000.00
Bill Pmt -Check	12/26/2013	11403	Quick, Mitchell & Maish, PLLC	3131 · Operations Payable	-3,850.00
Bill Pmt -Check	12/26/2013	11404	Sentry Marketing Group	3131 · Operations Payable	-456.00
Bill Pmt -Check	01/07/2014	11405	Bolt Enterprises Inc.	3131 · Operations Payable	-1,212.35
Bill Pmt -Check	01/07/2014	11406	Colarusso MD, Calvin A	3131 · Operations Payable	-583.33
Bill Pmt -Check	01/07/2014	11407	Colarusso Money Purchase Pension Plan	3131 · Operations Payable	-285.83
Bill Pmt -Check	01/07/2014	11408	Franchise Tax Board	3131 · Operations Payable	-996.00
Bill Pmt -Check	01/07/2014	11409	Sentry Marketing Group	3131 · Operations Payable	-506.00
Bill Pmt -Check	01/07/2014	11410	Western States Weeklies, Inc.	3131 · Operations Payable	-720.00

Total 1031 · Vibra - 0099 SoCalEats

-74,686.50

None



c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR
AGENCY AND LOCATION

STATUS OR
DISPOSITION

Vincente Alva v. SoCal
Eats

Workers' Compensation Appeal

Workers' Compensation
Appeal Board

Pending

Camryn Capizzi v.
SmashBurger
Case No. ADJ 9078214

Workers' Compensation Appeal

Workers' Compensation
Appeal Board

Pending

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF
PERSON FOR WHOSE BENEFIT
PROPERTY WAS SEIZED

DATE OF
SEIZURE

DESCRIPTION AND
VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
CREDITOR OR SELLER

DATE OF REPOSESSION,
FORECLOSURE SALE,
TRANSFER OR RETURN

DESCRIPTION AND
VALUE OF PROPERTY

6. Assignments and Receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS
OF ASSIGNEE

DATE OF ASSIGNMENT

TERMS OF
ASSIGNMENT
OR SETTLEMENT

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS
OF CUSTODIAN

NAME AND LOCATION
OF COURT CASE TITLE
& NUMBER

DATE OF
ORDER

DESCRIPTION AND
VALUE OF PROPERTY

7. Gifts

None



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case, except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF
PERSON OR ORGANIZATION

RELATIONSHIP
TO DEBTOR, IF ANY

DATE OF
GIFT

DESCRIPTION AND
VALUE OF GIFT

8. Losses

None



List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION
AND VALUE
OF PROPERTY

DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS
WAS COVERED IN WHOLE OR IN PART BY
INSURANCE, GIVE PARTICULARS

DATE OF
LOSS

9. Payments related to debt counseling or bankruptcy

None

☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Alan Vanderhoff Vanderhoff Law Group 401 B Street, Suite 1470 San Diego, CA 92101	January 6, 2014	\$8,500

10. Other transfers

None

☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056	June 1, 2013	Smashburger "Del Mar" #1087 1555 Camino Del Mar, Del Mar, CA 92014 \$2,280,000 for 5 restaurants.
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056	June 1, 2013	Smashburger "Rancho Penasquitos" #1149 13219 Black Mountain Rd. #7, San Diego, CA 92129 \$2,280,000 for 5 restaurants.
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056	June 1, 2013	Smashburger "Oceanside" #1170 3460 Marron Rd., Suite 107, Oceanside, CA 92056 \$2,280,000 for 5 restaurants.
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056	June 1, 2013	Smashburger "Vista" #1171 1711 University Dr., Vista, CA 92083 \$2,280,000 for 5 restaurants.
Paraiso Culinary Ventures, LLC 3646 Ocean Ranch Blvd Oceanside CA 92056	June 1, 2013	Smashburger "San Marcos" #1238 763 Center Dr. Ste. 101-102, San Marcos, CA 92069 \$2,280,000 for 5 restaurants.

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NAME AND ADDRESS OF TRANSFEREE,
RELATIONSHIP TO DEBTOR

DATE

DESCRIBE PROPERTY
TRANSFERRED AND
VALUE RECEIVEDParaiso Culinary Ventures, LLC
3646 Ocean Ranch Blvd
Oceanside CA 92056

June 1, 2013

Equipment and fixtures from
Hillcrest restaurant.

\$120,000

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

None



NAME OF TRUST OR OTHER DEVICE

DATE(S) OF
TRANSFER(S)AMOUNT OF MONEY OR
DESCRIPTION AND
VALUE OF PROPERTY
OR DEBTOR'S INTEREST
IN PROPERTY**11. Closed financial accounts**

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS
OF INSTITUTIONTYPE OF ACCOUNT, LAST FOUR
DIGITS OF ACCOUNT NUMBER,
AND AMOUNT OF FINAL BALANCEAMOUNT AND
DATE OF SALE
OR CLOSING**12. Safe deposit boxes**

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND
ADDRESS OF BANK
OR OTHER DEPOSITORYNAMES AND ADDRESSES OF
THOSE WITH ACCESS TO BOX
OR DEPOSITORYDESCRIPTION OF
CONTENTSDATE OF
TRANSFER OR
SURRENDER, IF ANY

13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE
OF
SETOFFAMOUNT
OF
SETOFF**14. Property held for another person**

None



List all property owned by another person that the debtor holds or controls.

NAME AND
ADDRESS OF OWNERDESCRIPTION AND
VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor

None



If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

2150 First Avenue
San Diego, CA 92101

SoCal Eats LLC

Through October 1, 2013.

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Sites

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

18. Nature, location and name of business

None



a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
SoCal Eats College LLC	45-3265156	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats Kearny Mesa LLC	45-2498336	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats Hillcrest LLC		P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats La Jolla LLC	27-1464247	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats Market Street LLC	27-3261940	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats Mission Valley LLC	27-2561583	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	
SoCal Eats Point Loama LLC	45-4269305	P.O. Box 880588 San Diego, CA 92108	SmashBurger restaurant.	

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None



NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, record and financial statements

None ☐ a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Scott Maish
Quick, Mitchell & Maish, PLLC
5055 E. Broadway, A-200
Tucson, AZ 85711

2/16/2013 to present.

Hara CPA Professional Services
5935 Cornerstone Ct., West, Suite
120
San Diego, CA 92121

Through 2/16/2013

None ☐ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Hara CPA Professional
Services

5935 Cornerstone Ct., West, Suite 120
San Diego, CA 92121

Through 2/16/2013.

Scott Maish
Quick, Mitchell & Maish,
PLLC

5055 E. Broadway, A-200
Tucson, AZ 85711

2/16/2013 to present.

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

Scott Maish
Quick, Mitchell & Maish, PLLC

5055 E. Broadway, A-200
Tucson, AZ 85711

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS

DATE
ISSUED

Vibra Bank
530 Broadway
Chula Vista, CA 91910

Paraiso Culinary Ventures, LLC
3646 Ocean Ranch Blvd
Oceanside CA 92056

20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF
INVENTORY RECORDS**21. Current Partners, Officers, Directors and Shareholders**

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE OF
STOCK OWNERSHIP

David Whisenhunt
P.O. Box 880588
San Diego, CA 92108

Managing member

46.5%

Thomas Elkins Zirpolo
2150 First Avenue
San Diego, CA 92101

Managing member.

48.5%

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Wayne Mandelbaum 3700 Westhaven Dr. Carlsbad, CA 92008	Member	5%

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distribution by a corporation

None ☒ If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

25. Pension Funds

None



If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date	January 22, 2014	Signature	/s/ David Whisenhunt
			DAVID WHISENHUNT, Managing Member
			Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

B203
12/94

United States Bankruptcy Court
Southern District of California

In re SoCal Eats LLC

Case No. 14-00092-LA11

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 0.00

Prior to the filing of this statement I have received \$ 0.00

Balance Due \$ 0.00

2. The source of compensation paid to me was:

☐ Debtor ☒ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

See employment application to be filed.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in the bankruptcy proceeding.

January 22, 2014

Date

/s/ Alan Vanderhoff

Signature of Attorney

Vanderhoff Law Group

Name of law firm

In re SoCal Eats LLC
Case No. 14-00092-LA11

PROOF OF SERVICE BY ECF

I, the undersigned, declare that I am, and was at the time of service of the papers herein referred to, over the age of 18 years and not a party to the within action or proceeding. My business address is 401 "B" Street, Suite 1470, San Diego, California 92101.

On January 22, 2014, I served the following document(s):

Balance of Schedules In re SoCal Eats LLC

by CM/ECF Notice Of Electronic Filing by causing such document(s) listed above to be served through this Court's electronic transmission facilities via the Notice of Electronic Filing (NEF) and hyperlink, to the parties and/or counsel who are determined this date to be registered CM/ECF Users set forth in the service list obtained from this Court on the Electronic Mail Notice List set forth below.

- Jess R. Bressi jbressi@mckennalong.com, ksigismondo@mckennalong.com
- David A. Ortiz david.a.ortiz@usdoj.gov,
USTP.REGION15@USDOJ.GOV;tiffany.l.carroll@usdoj.gov
- United States Trustee ustp.region15@usdoj.gov
- Alan Vanderhoff alan.vanderhoff@vanderhofflaw.com, alanvanderhoff@cox.net

I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct. Executed on January 22, 2014, at San Diego, California.

/s/ Alan Vanderhoff

Alan Vanderhoff